

ARTICLES OF INCORPORATION
OF

ARCH HOLDING CORP.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

AUG 07 1995

Rebecca McDowell Cook
SECRETARY OF STATE

I, the undersigned, of the age eighteen years or more, for the purpose of forming a corporation under The General and Business Corporation Law of Missouri, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Arch Holding Corp.

ARTICLE II

The address of the Corporation's registered office in the State of Missouri is 7733 Forsyth Blvd., Clayton, Missouri 63105. The name of the Corporation's registered agent at such address is The Corporation Company.

ARTICLE III

Section 1. The Corporation shall be authorized to issue 550,000,000 shares of capital stock, of which 50,000,000 shares shall be shares of preferred stock, par value \$.01 per share ("Preferred Stock") and 500,000,000 shares shall be

shares of common stock, par value \$.01 per share ("Common Stock").

Section 2. Shares of Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as shall be set forth in the resolution or resolutions from time to time adopted by the Board of Directors providing for the issue of such stock or in such other instrument providing for the issue of such stock as may be required by law. In any such resolution or other such instrument providing for the issue of Preferred Stock, the Board of Directors is hereby authorized to fix the voting rights, if any, dividend rate, if any, designations, powers, preferences and the relative, participation, special or relative rights, including convertible rights, if any, and the qualifications, limitations or restrictions thereof, of any unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). The number of shares of Preferred Stock may be increased without the consent of the holders of any class or series of Preferred Stock unless the resolution creating such class or series of Preferred Stock specifically provided to the contrary.

ARTICLE IV

The name and mailing address of the incorporator is Mark Gordon, Esq., c/o Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019.

ARTICLE V

The number of the Board of Directors shall be fixed at four or at the number and in the manner provided by the By-laws of the Corporation, and written notice shall be given to the Secretary of State of Missouri of the number of the Board of Directors within thirty (30) calendar days of the fixing of such number. The Board of Directors shall have the power to make, alter, amend or repeal the By-laws of the Company.

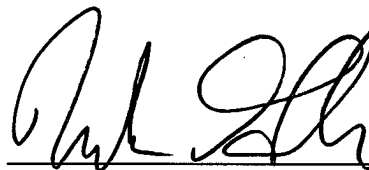
ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The purpose of the Corporation shall be to engage in any lawful activity for which corporations may be organized and incorporated under The General Business and Corporation Law of Missouri.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, do hereby further certify that the facts hereinabove stated are truly set forth and, accordingly, I have hereunto set my hand this fifth day of August, 1995.

A handwritten signature in black ink, appearing to read 'Mark Gordon', written over a horizontal line.

Mark Gordon
Incorporator

State of New York)
County of New York) ss.

I, Catherine R. Pomilio, a Notary Public, do hereby certify that on this 5th day of August, 1995, personally appeared before me MARK GORDON who being by me first duly sworn, declared that he is the person who signed the foregoing documents as incorporator, and that the statements therein contained are true.

(Notarial Seal)

Catherine R. Pomilio
Notary Public

My commission expires 11/07/97

CATHERINE R. POMILIO
Notary Public, State of New York
No. 24-4943917
Qualified in Kings County
Commission Expires November 7, 1997

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INCORPORATION ISSUED

AUG 07 1995

Rebecca M. Donnell Cook
SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
ARCH HOLDING CORP.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
7TH DAY OF AUGUST, 1995.

Rebecca McDowell Cook
Secretary of State

\$2793.00

